

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED

Memorandum

and

Articles Of Association

OF

AFRICAN PLANTATIONS KILIMANJARO LIMITED

Incorporated this

day of

1998

Drawn by:

SIMON C. MPONJI
(SUBSCRIBER)
P.O. BOX 1559
DAR ES SALAAM

THIS COPY IS ORIGINAL
ADVOCATE
L.M. MARE
Box 467 MUR

ALEX MASHAMBA BALOMI LL.B (Hons)
ADVOCATE, NOTARY PUBLIC AND
COMMISSIONER FOR OATHS
Certified True Copy of the Original
Signature: _____
Date: _____

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

Memorandum

and

Articles Of Association

OF

AFRICAN PLANTATIONS KILIMANJARO LIMITED

Incorporated this

day of

1998

Drawn by:

SIMON C. MPONJI
(SUBSCRIBER)
P.O. BOX 1559
DAR ES SALAAM

CERTIFIED TRUE COPY OF
THE ORIGINAL

ADVOCATE
T. L. M. MARE
Box 467 MUR

ALEX MASHAMBA BALOMI LL.B (Hons)
ADVOCATE, NOTARY PUBLIC AND
COMMISSIONER FOR OATHS
Certified True Copy of the Original
Signature: _____
Date: _____

- (e) To carry on all or any of the business of manufacturers of dealers in and workers in cement, lime, plasters, whiting, sandstone, minerals, earth, fuels, artificial stones, bricks, tiles, pipes, pottery, earthenware, hardwares, china and builders requisites and conveniences of all kinds and as quarry owners, building, general contracts of all kinds and as quarry owners, building, general contractors and carriers, importers and exporters, wholesalers, retailers, factors, manufacturers, agents and representatives, commission agents, dec-ceders agents, franchise holders, auctioneers, broilers and to buy, sell, hire, barter, pledge, exchange trade, and deal in goods, produce, articles and merchandise of all and every description.
- (f) To promote or concur in the promotion of any Company, the promotion of which shall be considered desirable, to lend money to and guarantee the performance of contracts, obligations of and the payment and repayment of the capital and principal of, and divides, interest or premiums payable on any stock, shares and securities of any Company, firm, or person, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (g) To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part there of for such consideration as may thought fit and, in particular, for stock, shares or securities of any other company, whether fully or partly paid up.
- (h) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or other and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by, of incidental to, the ownership thereof.
- (i) To issue debentures, debenture stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property and rights, present and future, of the company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (j) To carry on business of proprietors and / or hirers of trucks, lorries, cars, minibuses, buses, self or chauffeur driven for transportation of passengers and goods within Tanzania and / or in the neighbouring countries, carry on the business of manufacturers of species, yellow gram, grain and seed merchants and millers of all types of food products.
- (k) To cultivate, grow, buy, prepare any kind of fruit such as pineapple, orange, lime, lemon, grapefruit, passion fruit, guava and all types of fruits and vegetables and to dispose of, sell and deal in any such products either in its raw form or its processed form.

- (l) To plant, grow, import, manufacture, sell and deal in fruits and / or vegetables in the form of juices, concentrates, nectars, pulps, piece/and or slices, jams, marmalades, pickles, chutney, oil, animal and poultry feeds.
- (m) To manufacture, buy, sell, improve, treat, preserve, fine aerate, mineralize, bottle, can and otherwise deal in mineral, aerated waters, juice and other liquids of every description.
- (n) To purchase, take on lease or in exchange of, or otherwise acquire lands and properties of any tenure whatsoever, and to carry on all or any of the trades of planters, gardeners, fruit farming, agriculturists and / or any trade or business in connection with agriculture or horticulture.
- (o) To sink wells, and shafts, and to make, build and construct, lay down, acquire and maintain factories, engines, machinery, tramways, docks, plant and appliances and to execute and to do all other works and things necessary or convenient for working, obtaining, storing, treating, preserving, fining, mineralizing, bottling, canning and discharging any such fruit products or otherwise for the purpose of the company.
- (p) To carry on the business of veterinary surgeons in all its branches for the treatment of animals, cattle, sheep, goats, poultry and all livestock generally to attend all animal patients, dispense any medicines, perform operations and to do all other acts and things necessary for the carrying of the business of the veterinary dispensary and general pharmacy and to carry on business of wholesale and retail fertilizers, agricultural chemist, inputs and plant medicines of all kinds and dealers in surgical instrument appliances and to make and deal in all requisites of veterinary hospitals, patients and invalid is and deal in all kinds and of electrical, chemical, surgical, scientific apparatus and agricultural materials.
- (q) To carry on the business or trade and deal in the export of all wild like birds, live animals, live game ad generally and kind of pets for sale and export, within the countries and to improve, prepare for export, import, deal and trade in carvings, paintings, curios, gameskins, pottery, leather and coconut by-products, beeswax, meat ghee, cooking oils, charcoal, corn flour, cloves, cheese and commodities from by-products of milk.
- (r) To carry on and deal in the business of pharmaceuticals, medical preparations chemicals, animal feeds, manufacturing, making and assembling of machines equipment, plants, vessels, devices of all description using modern technology appropriate and applicable to veterinary and agricultural industries.

- (s) To engage in, conduct in and between any and all the regions and districts in Tanzania, neighbouring countries and other foreign countries, as agent or otherwise, the business of general trucking, forwarding cartage, storage, warehousing, consolidation, distributing, wharfage, contracting loading, unloading and stevedore business and to conduct as general brokerage commission and customs house, brokerage service business and to handle and forward for transportation by air, highway, water and rail, road between cities, towns, villages and other places in various parts of the world person, bills notes, packages, merchandise, luggages, goods, wares, parcels, and other movable and personal property over and on such lines and routes as may from time to time exist and generally to act as agents for land and estate, brokers, charters, auctioneers, clearing and forwarding agents, insurance agents and agency in all its respective branches.
- (t) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engraves, photographic printers, photolithographers, engravers, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rules, numerical printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufacturers, type founders, photographers, manufacturers of and dealers in playing visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment stamp agents of payments of stamps and other duties, advertising agents, designers, draftsmen manufacture, book sellers, publishers and dealers in materials used in the manufacturer of paper, cabinet makers, file rack maker and dealers in or manufacturers of any other articles of things of character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of all sell by wholesale or retail of school chalks, and secretarial services.
- (u) To carry on the business of customers robe, dress and mantle makers, tailors, silk makers and suppliers of clothing, lingerie and trimmings of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiery, furnitures, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabrics and materials of all kinds, ribbons, fans, perfume and flower (artificial and natural).
- (v) To carry on business of manufacturing, marketing, dealing in or otherwise handling trousers, pullovers, jerseys, sweaters, children's wear, ladies wear including ladies brassieres, blouses and panties, gents wear, including vests, briefs, swimming trunks, shirts, pants, uniforms, piece goods tie and dye and like other garments, raw materials, accessories and fittings for these products.

- (w) To purchase or otherwise acquire the whole or any part of the undertaking and business of manufacturing and marketing, dealing or otherwise handling fishnets, fishing gears, spare parts, fishing equipments and all other items concerned with fishing.
- (x) To carry on the business of importers, exporters, manufacturers and dealers in stores and warehouse of pharmaceuticals and all or any other commodities and things which may be conveniently used or manufactured in connection with any of the above or similar business of manufacturers or which shall be capable or being used for the purpose of any business herein mentioned or likely to be required by customer, or any business.
- (y) To carry on the business as bakers and manufacturers of and dealers in bread, flour, biscuits, confectionery, juice, squash, packing and farinaceous compounds and materials of every description and to construct, acquire, hire, hold, work, let and sell, mills, factories, bakehouses, shops, buildings, machinery and appliances suitable for such baking manufacturing and dealing.
- (z) To carry on the business of manufacturing, making and producing starch and its derivatives, including glucose, dextrin, dextrose, isomers and both modified and unmodified starch.
- (aa) To establish and carry on the business of manufacturing, making and producing of every description of starch products and other derivatives and ancillary starch products and without limiting the generality of the foregoing to engage in the production, manufacturing, selling of the aforesaid products including glucose, dextrin, dextrose, isomers, modified and unmodified starch.
- (bb) To establish and carry on the business of manufacturing, making and producing all types of industrial starch, animal feed from flour, malt, hops, grains, meal, yeast, cassava, maize, rice, corn, gar.
- (cc) To purchase, own or otherwise acquire lands, real property, easements, rights and other property, real or personal for the purpose and conducive to the objects of the Compete including farming, cultivation of cassava, maize, potato, cereal crops and other agricultural crops which are suitable for the manufacture and production of starch and other derivatives aforementioned.
- (dd) To construct steamships, ships, trawlers, catchers, carriers, drifters, fishing boats, boat or other vessels whatsoever, slaughter houses, cold storage premises, warehouses, sheds and other building requisite useful for the business of the Company.

- (ee) To carry on business of hairdressing, haircutting, trimming, styling, setting hair dyeing, treatment, shampoo, massaging of scalp, beauty treatment, relaxing, facial, manicure, pedicure, waxing, acne, treatment and all sort of beauty soap, creams, lotion, all types of cosmetics, hair lotion, essential oils, denitrifies, bleaching preparations and other substances for laundry use, clearing, polishing, scouring and abrasive preparations.
- (ff) To carry on business of petrol service station and deal in petrol, diesel, oil, kerosene, mineral oil, crude oil, lubrication oil, grease and / or fuel oil of all kinds and all other kind of mineral and petroleum products as an importers, dealer or distributors and servicing and repairing of vehicles of all types generally.
- (gg) To carry on the business of motor vehicle garage and repairing and servicing of all types of vehicles and machineries and the business as dealers, wholesalers, retailers, distributor, agents, importers and exporters of hardware motor vehicles bicycles and its spares, agriculture and industrial machineries and spares, electrical machinery, accessories and spares of all kinds.
- (hh) To render veterinary services and educate or inform of advice or consult on all aspect of veterinary and agricultural sciences.
- (ii) To acquire, take-over, promote, establish and carry on all or any of the business of seed crushers and manufacturers and processors of soya beans, in seeds, cottonseeds, groundnuts, simsim, sunflowers and any other seeds and cakes, oil extractors by crushing, chemicals or any other process from the aforementioned plants or other natural and oil substances and to prepare, manufacture, mill and render marketable any such oil and to sell, dispose of and deal in any such oil within its prepared manufacture or raw state.
- (jj) To carry on the business of meal manufacturers, grain, seed, cake, corn, hay-straw and fodder merchants, varnish and paint makers, candle and stern makers and manufacturers of lard and margarine, hydrogenated oils, glycerin and inks of all kinds.
- (kk) To carry on the business of manufacturers and distributors of cattle, poultry feed and feeding and fattening preparation of every description, makers and manufacturers of artificial manure and fertilizers of every description, manufacturers of soaps of all kinds and be wholesalers and retail dealers thereof, flax, cotton oil, cake, corn, merchants and any branch or subsidiary business commonly carried in connection therewith and to carry on the business as agents, consultants or representatives of overseas or as agents, consultants or representatives of overseas or local manufacturers, industrialists or other like organization in any type of goods, products or commodities.

- (ll) To transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business, and to carry in the business of clearing and forwarding agents, shipping agents, commission agents, customs agents, provisional merchants, stockiest, importers, omnibuses and coach proprietors and carries, boat owners, ship owners, amusement carriers and job masters.
- (mm) To carry on the business of imports of motor vehicles, spare parts, electrical goods of various kinds, machinery, computer calculators, metals, refrigerators, air-conditioners, cookers, textiles, building materials, industrial joinery spares, agricultural machinery, etc.
- (nn) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying in any business which the company is authorized to carry on, or possess property suitable for the purpose of the company.
- (oo) To invest and deal with moneys of the Company not immediately required upon each securities and in such manner as may from time to time be determined.
- (pp) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditaments.
- (qq) To adopt means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (rr) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies objects or any of them, and to obtain from any such government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights privileges and concessions.
- (ss) To enter into (partnership or into) any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise assist, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.

- (tt) To promote any other Company for the purpose of all or any of the property, and undertaking, or any of business or operation which may appear likely to assist or benefit this Company, or to enhance the value of the property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares of securities of each Company as aforesaid.
- (uu) To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with Company, and to give guarantee to become surely for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- (vv) To receive money of deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the company or any other person or company as the case may be.
- (ww) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (xx) To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the company which is subsidiary company of the company or is allied thereto or associated therewith, or dependents or connections of such persons and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance pensions or other benefits to or for any Directors or employees of the company, or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trusts, and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefit.
- (yy) To sell or otherwise dispose of the whole or any part of the business or property of the company either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (zz) To purchase or otherwise acquire letters, patents, brevets, d'invention, concessions, licenses, rights and privileges subject to royalty or otherwise, and whether exclusive or on-exclusive or limited, or any part interest in such letters, patents, brevets, brevets d'invention, concessions, licenses, right and privileges, whether in East Africa or in any other part of the World.
- (aaa) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, of any place in which the company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company of effecting any modification in to in constitution of the company or furthering the interests of its members and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members.
- (bbb) To take part in formation, management, supervision of control of the business or operations of any company, and for that purpose to act as Directors, Administrators, Managers, Secretaries or any other capacity and to appoint and remunerate any directors, administrators, managers, accountants or other expense or agents.
- (ccc) To procure the registration of the company in or under the laws of any place outside Tanzania.
- (ddd) To purchase, sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks or other interest in, or obligations of any other company or corporation.
- (eee) To distribute among the members of the company, in kind any property of the company, and in particular and shares or securities of other companies belonging to this company.
- (fff) To act as agents, or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
- (ggg) To do all such things as are incidental or conclusive to the attainment of the above objects or any of them.
- (hhh) To carry on the business as developers of immovable property of all kinds, and whether urban or rural and construct, erect and maintain either by the company or by any other person, firm or company building structures, houses, flats, shops, hotel, factories, godowns, sewers, roads and all other works erections and things of any descriptions whatsoever either upon land acquired by the company or upon other land and generally to alter develop and improve land and other property.



- (iii) To carry on business of electrical and electronics goods, audio visual goods, all types of foodstuff, agricultural products, domestic goods wares, chemicals, household goods, imitation jewelry and merchandise of every nature and description whatsoever as a dealer, wholesaler, distributors, retailers, importers, exporters and after sales services and repair.
- (jjj) To carry on the business of timber or wooden and steel furniture, carpentry joinery and steel fabrication. Joineries a manufacturers, importers, dealers, wholesalers, retailers and or representative for the above goods.
- (kkk) To carry on business of all types of agricultural, dairy and industrial equipment, machinery, implements, raw materials, spare parts for industrial, transport agriculture and minerals sector as an importer, exporter, distributors, wholesaler and retailer and also farming business.
- (lll) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with any of the above business or objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights for the time being.
- (mmm) To construct, establish, open acquire, maintain and carry on factories, warehouses, shops, shop premises any similar establishments of all kinds, and in particular but without prejudice to the generality of the foregoing, retails shops, for the sale and / or dealt in by the company, or of provisions, beverages, clothing and other articles or products whatever which may be required by any employee of the company or of any subsidiary and dwelling houses or other accommodation for employees of the company or of any subsidiary.
- (nnn) To purchase, lease, licence, take in exchange or otherwise acquire, and lands, buildings, hereditaments, or premises whether freehold or leasehold, or any estates or interests in such lands, buildings, hereditaments or premises, anywhere in the world or options and licences of any descriptions which the company may think useful of any of its objects or purchases, and to develop, work dispose of or otherwise turn to account the same.
- (ooo) Generally to purchase, take on lease in exchange hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land leases, options over lands or leases, stands, buildings, servitude, machinery, plant and also any concessions, licences trade marks, and other rights in Africa or elsewhere and either solely or jointly with others and to pay thereof in cash or in shares of the company or partly in cash and partly in stock.

- (ppp) To establish and support, or aid in the establishment and support of associations institutions, and conveniences, calculated to benefit any of the employee or ex-employees of the company, or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for exhibit, or for any public, general or useful object.
- (qqq) To amalgamate with any other company having objects altogether or in any part similar to those of this country.
- (rrr) To distribute any of the property of the company in specie among the members.
- (sss) To do all such other things as are incidental or conducive to the attainment of the objects.
- (ttt) To establish, promote and otherwise assist any company or the purpose of acquiring any of the property or furthering any of the objects of company.

And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of person, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the mention is that each of the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub-clauses of this clause.


4. The liability of the members is limited.
5. The authorized share capital of the Company is Shilling 25,000,000/= divided into 2500 shares of Shillings 10,000/= each. The Company have the power to alter the capital value of shares and create classes to shares attach special rights to share from time to time as it may deem fit.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE OF SUBSCRIBERS
1. SIMON C. MPONJI P.O. BOX 1559 DAR ES SALAAM	1	
2. DILIP RUGHANI P.O. BOX 1559 DAR ES SALAAM	1	

Dated at Dsm this 4th day of May 1999

WITNESS to the above Signatures:

SIGNATURE: 

DESIDERI SEBASTIAN NGALO
ADVOCATE
Box 72349 DAR-ES-SALAAM

POSTAL ADDRESS:



QUALIFICATIONS:

156 msh 1000
5-5-5
600
12-11-18
5-5-5

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AFRICAN PLANTATIONS KILIMANJARO LIMITED

PRELIMINARY

1. In these regulations:

"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanganyika.

When any provision of the Ordinance is referred to the reference in that provision as modified by any law of the time being in force.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate, partnership, firms, co-operative societies etc.

The regulation of Table 'A' in the First Schedule to the Companies Ordinance (hereinafter called Table 'A') shall apply to the Company save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table 'A' the former shall prevail, and in addition to the substitution for or the modification of the provisions of Table 'A' the following shall be the regulations of the Company.

PRIVATE COMPANY

2. The Company is a private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of the persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that there where two or more persons holding one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.

CERTIFIED TRUE COPY OF
THE ORIGINAL

ADVOCATE
T. L. M. MAREALLE
Box 467 MOSHI

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETING

5. Article 39 to 53 of Table 'A' shall apply subject to the following variations:-
- (a) A general meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - (b) Two members, present either personal or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the Company determined without any general meeting and evidence by writing under the hands of majority of the Directors and of the members of the Company holding three-fourths of the issued shares of the Company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

DIRECTORS

6. (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than ten in number.
- (b) The following persons shall be the first Directors to the Company:-
- 1. SIMON C. MPONJI
 - 2. DILIP RUGHANI
7. The shareholding qualifications for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
8. The quorum of Directors, for transacting business shall unless otherwise fixed, by Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow raise moneys for the purpose of the Company which may exceed the issues share capital of the Company.

BORROWING POWERS

11. The Directors may raise or borrow to the purpose of the Company's business any sum or sums of moneys as they think fit and they may secure the repayment of or raise any such sum as aforesaid by mortgage or charge upon the present and future, including its uncalled or unissued capital or by the issue, at such prices as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets for the Company, not charged, or such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

12. Each Directors may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company discharge all the duties and functions of the Director being unable to act during the absence or inability to act as the whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

13. The Secretary shall be appointed by the Board for such terms reference to the directors and discharge all duties at such remuneration and upon such conditions as it may think fit and any Secretary so appoint a duly qualified person to act in his place.

WINDING UP

14. With the sanction of the special resolution of the Shareholders, any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY



15. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or is in connection with any application (under Section 245 of the Ordinance) in which relief is granted to him by the Court.

ALTERATIONS OR ADDITIONS

16. Subject to the provision of the Ordinance and to those contained in the Memorandum of Association, the Company may by special Resolution make alterations or additions to the Articles of Association and any such alterations or addition as made shall as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

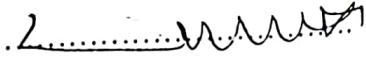
ARBITRATION

17. If and whenever any dispute or difference shall arise between the Company and any of the members of their respective representative touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles or the Ordinance such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration Ordinance (Cap. 15) or any then existing statutory modifications or re-enactments thereof shall apply.

Names, Addresses and Description of Subscribers	Number of Shares Taken	Signature of Subscribers
SIMON C. MPONJI P.O. BOX 1559 DAR ES SALAAM	1	
DILIP RUGHANI P.O. BOX 1559 DAR ES SALAAM	1	

Dated at D.S.M this 4th day of May 1999

WITNESS to the above Signatures:

SIGNATURE: 

**DESIDERI SEBASTIAN NGALO
ADVOCATE
Box 78849 DAR-ES-SALAAM**

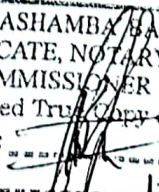
POSTAL ADDRESS:



**CERTIFIED TRUE COPY OF
THE ORIGINAL**

**ADVOCATE
T. L. M. MAREALLE
Box 467 MUSHI**

QUALIFICATIONS:

**ALEX MASHAMBA BALOMI LUGHE
ADVOCATE, NOTARY PUBLIC AND
COMMISSIONER FOR OATHS**
Certified True Copy of the Original
Signature: 
Date: 15/4/09